

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

In re: §  
§ Case No. 15-40248-BR-11  
GTL (USA), INC., § Chapter 11  
§  
Debtor. §

**BALLOTING AGENT'S VERIFIED REPORT OF PLAN VOTING**

This written declaration is made pursuant to 28 U.S.C. § 1746. I, Richard G. Grant ("Counsel" and/or "Balloting Agent"), on behalf of GTL (USA), Inc. (the "Debtor"), do hereby declare under penalty of perjury that the following statements are true and correct.

1. On or about August 7, 2015, the Debtor, though its Counsel, pursuant to the Order Approving Disclosure Statement on a Preliminary Basis; Fixing Voting Record Date and Voting Deadline; Fixing Deadline for Objecting to Confirmation; Approving the Forms of Ballots; Fixing a Date for Hearing on Confirmation; and Addressing Matters Ancillary to Solicitation [Docket No. 263, the "Order"], transmitted the Solicitation Package, as defined in the Order, to all creditors and claimants eligible to receive such materials.

2. The Balloting Report is attached hereto as **Exhibit A**. Nothing herein shall be construed as the Debtor's consent to the validity of any claim or as a waiver of any right to object, either before or after confirmation, to any claims, in whole or in part, or with respect to the status of any claim.

3. Three ballots were not eligible to be counted by the Balloting Agent.

a. **Kunal Kapai Ballot – No Allowed Claim.** The Balloting Agent did not count the ballot cast by Kunal Kapai on August 17, 2015, because a timely objection to claim of Kunal Kapai was filed by the Debtor against the proof of claim filed by Mr. Kapai on May 15, 2015. Per that filed Objection, the Debtor objected to any purported claim of Mr. Kapai, whether secured, unsecured, administrative, or otherwise, in that Mr. Kapai had not met his *prima facie* burden of establishing a claim against this bankruptcy estate nor stated a legal basis for any claim. Mr. Kapai has not filed a motion to

temporarily allow his claim for voting purposes. In addition, the Objection contained a demand for turnover to the Debtor of \$92,605 wrongfully taken by Mr. Kapai prior to the case, which funds were subject to turnover pursuant to Section 542(a) of the Bankruptcy Code. Accordingly, the Claim was disallowed pursuant to Section 502(d) and could not be voted. Further, the Debtor has filed a motion to designate Mr. Kapai under Section 1126(e) due to his conduct in the case.

b. ***Amanda Morreale Ballot – Not Scheduled/No Proof of Claim before Bar Date.*** The Balloting Agent did not count the ballot of Amanda Morreale cast on August 17, 2015 because no claim for Amanda Morreale was listed in the Debtor's Schedules and Ms. Morreale has filed no proof of claim as of the date hereof. Ms. Morreale did file a motion to lift stay during the voting period, in which she asked for the stay to lift to allow her to liquidate an employment claim. She did not file a claim or motion to estimate her unliquidated claim.

c. ***Mohammed Ahsan Ballot – Untimely Ballot.*** The Balloting Agent did not count the ballot of Mohammed Ahsan cast on August 18, 2015 because it was filed after the Balloting Deadline.

4. A summary of the voting for all Classes based on eligible ballots received by Counsel for the Debtor through August 17, 2015 at 4:30 p.m. CST (the "Voting Deadline") is hereby stated. Out of a total of 11 ballots received, a total of 8 ballots were eligible to be counted. Of the 8 timely ballots eligible to be counted, 100% voted to accept the Plan and none voted to reject the Plan.

5. Subject to the foregoing, no valid ballots were timely cast in Classes 1, 2A, 2B, 3A, 3C, 4, 5 or 6. Class 3B voted to accept the Plan.

6. The only claimant to cast a ballot opting out of the release provisions of Section 12.5 of the Plan was Kunal Kapai, and his vote cannot be counted for the reasons set forth in paragraph 3.a above.

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/s/ Richard G. Grant  
Richard G. Grant

Respectfully submitted,

Dated: August 19, 2015

CULHANE MEADOWS, PLLC

By: /s/ Richard G. Grant

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ATTORNEYS FOR  
DEBTOR IN POSSESSION

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that he has transmitted a true and correct copy of the foregoing via the Court's Electronic Case Filing system to all persons participating therein on August 19, 2015.

/s/ Richard Grant  
Richard G. Grant

GTL (USA), Inc.   Case No. 15-40248	Case 15-40248 Doc 295 Filed 08/19/15 Entered 08/19/15 05:15:44 Desc Main Document				Page 4 of 6					
Ballot Tabulation										
As of August 19, 2015										
Creditor Name	Schedule (D,E,F)	C/U/D	GTL Sch \$\$ (non-employee)	Claim #	POC \$\$	Scheduled Amount or POC Amount if Filed	Amount on Ballot	Class	Vote	OptOut
Collin County Tax Assessor/Collector	D	U	3,206.52	11	3,206.52	\$ 3,206.52		2A		
Premium Assignment Corporation	D		173,195.55	23	113,423.91	\$ 113,423.91		2A		
Inspirity PEO Services	E		161,059.16					2B		
Various Employees	E		12,164.00					2B		
Kunal Kapai	SOFA		-	5	97,402.89	\$ 97,402.89	\$ 97,402.89	3A	Reject	Yes
3T Productions Inc	F		93.37			\$ 93.37	\$ 93.37	3B	Accept	
A Shred 2 Pieces			-	7	199.95	\$ 199.95		3B		
Abdul Qureshi	F		32,000.00			\$ 32,000.00	\$ 32,000.00	3B	Accept	
ADA INDIA (Ada Cellworks Engineering P	F		3,760.00			\$ 3,760.00		3B		
All Stars Transportation	F		2,400.00			\$ 2,400.00		3B		
Amanda Morreale	SOFA					\$ -	Unknown	3B	Reject	
American Express	F		58,840.08	27	42,875.59	\$ 42,875.59	\$ 42,845.59	3B	Accept	
Ascom Network Testing Inc	F		231,264.66	25	231,264.58	\$ 231,264.58		3B		
Atiya Jogeza	F		1,275.00	8-2	1,275.00	\$ 1,275.00	\$ 1,275.00	3B	Accept	
Atiya Jogeza			-	8-1	-	\$ -		3B		
ATMOS ENERGY CORPORATION			-	41	135.96	\$ 135.96		3B		
AutoOpt Networks Inc	F	C/U/D	3,200,000.00	16	3,281,240.66	\$ 3,281,240.66	\$ 3,281,240.66	3B	Accept	
AVIS			-	37-1	-	\$ -		3B		
AVIS			-	49	1,537.00	\$ 1,537.00		3B		
AVIS			-	50	1,170.00	\$ 1,170.00		3B		
AVIS Budget Group			-	34	1,537.00	\$ 1,537.00		3B		
AVIS Budget Group			-	35	994.32	\$ 994.32		3B		
Avis Rent A Car System, LLC			-	17-1	-	\$ -		3B		
Avis Rent A Car System, LLC			-	17-2	83,112.46	\$ 83,112.46		3B		
Avis Rent A Car System, LLC			-	30	16,500.00	\$ 16,500.00		3B		
Avis Rent A Car System, LLC			-	32	1,170.00	\$ 1,170.00		3B		
Avis Rent A Car System, LLC			-	37-2	2,023.94	\$ 2,023.94		3B		
Avis Rent A Car System, LLC			-	43	1,537.00	\$ 1,537.00		3B		
Avis Rent A Car System, LLC			-	44	1,170.00	\$ 1,170.00		3B		
Avis Rent A Car System, LLC			-	45	994.32	\$ 994.32		3B		
Avis Rent A Car System, LLC			-	48	994.32	\$ 994.32		3B		
Avis Rentals + Claims	F	C/U	122,629.11	36	209,974.52	\$ 209,974.52		3B		
BeetaTek Inc	F		127,461.00	6	127,461.00	\$ 127,461.00		3B		
Candace Plank	SOFA					\$ -		3B		
Carrington Coleman						\$ -		3B		
Commonwealth of Virginia Dept of Taxation			-	53	2,571.79	\$ 2,571.79		3B		
Communication Infrastructure Corporati	F		6,000.00			\$ 6,000.00		3B		
Department of the Treasury - Internal Revenue Service			-	2-1	-	\$ -		3B		
Duke Seth PLLC						\$ -		3B		
Electro Rent Corporation	F		752.34			\$ 752.34		3B		
ESA P Portfolio L.L.C			-	26-1	76,019.72	\$ 76,019.72		3B		
ESA P Portfolio LLC	F		72,207.19	26-2	76,019.72	\$ 76,019.72	\$ 76,019.72	3B	Accept	

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					Scheduled Amount or POC Amount if Filed
FedEx Corporation	F		1,077.24	47	\$ 2,345.02
Flashback Data, LLC			-	9	\$ 811.88
Fleckman & McGlynn, PLLC			-	46	\$ 116,400.97
FLEETCOR TECHNOLOGIES/Universal Pre	F		15,990.08	33	\$ 6,586.91
FLEETCOR TECHNOLOGIES/Universal Premium			-	12	\$ 9,945.67
Fleetmatics Group, PLC	F		2,439.75		\$ 2,439.75
Franchise Tax Board - CA			-	29	\$ 800.00
General Information Services Inc					\$ -
Global Proserve Limited	F		193,277.73		\$ 193,277.73
Global Value Add Inc.	G				\$ -
GreatAmerica Financial Services Corpora	G		-	20	\$ 12,160.33
Hertz Claim Center			-	15	\$ 770.84
Illinois Department of Employment Security			-	42	\$ 1,530.56
Illinois Department of Revenue			-	51	\$ 943.84
Innovsource Private Limited					\$ -
Israeloff Trattner & Co CPAs PC	F		25,000.00		\$ 25,000.00
JAN-PRO of Dallas/ Fort worth	G		-	10-2	\$ 362.34
JAN-PRO of Dallas/ Fort worth			-	10-1	\$ -
JDS Uniphase Corporation	F		77,333.54		\$ 77,333.54
Kadakkal Staffing LLC	F		1,400.00	19	\$ 1,400.00
Level 3 Communications, LLC			-	14	\$ 111.08
Marlin Business Bank (Nevil Financial Le	G		-	21	\$ 1,636.37
Mary Lou Boscardin	SOFA				\$ -
McGrath RentCorp dba TRS-Ren Telco	F		218,122.04	24	\$ 206,838.05
Microlease, Assigned to Attorney Recov	F		50,969.38	4	\$ 50,923.16
Mohammed Ahsan	F		5,937.50	31	\$ 5,937.50
Monster Worldwide Inc					\$ -
Nevill Document Solution (acct # 124102	F		40.05		\$ 40.05
OKLAHOMA TAX COMMISSION			-	13	\$ 1,863.04
Origin to Future Inc	F		24,918.00	18	\$ 24,918.18
P.V. HOLDINGS, INC., D.B.A. AVIS			-	22	\$ 16,639.90
Radha Krushn Communications, Inc			-	38	\$ 48,000.00
Rahil Ahmad	F		510.00		\$ 510.00
Reliant Energy					\$ -
Software Quality Leaders Inc	F		47,444.00		\$ 47,444.00
TBrij LLC (dba Corporation Cars)	F		20,936.67	40	\$ 26,798.00
The Hertz Corporation	F	U	66,034.43	39	\$ 64,907.11
T-Mobile					\$ -
TransmediaX	F		4,140.00		\$ 4,140.00
TraveloPod Inc.	F		257.60		\$ 257.60
TW Telecom	F		2,959.64		\$ 2,959.64
Urmeeet S Juneja			-	52	\$ -

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As of August 19, 2015										
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Verizon Wireless						\$ -		3B		
Wells Fargo Financial Leasing_VAR Reso	F		8,353.87	1	8,353.89	\$ 8,353.89		3B		
WEX Inc.	F		1,823.34			\$ 1,823.34		3B		
GTL International Limited	F		8,216,055.26			\$ 8,216,055.26		3C		
GTL Limited	F		283,742.64			\$ 283,742.64		3C		
Informage SQN Technologies LLC	F		2,596,105.41	28	2,617,400.96	\$ 2,617,400.96	\$ 2,617,400.96	Admin	Accept	
Department of the Treasury - Internal Re	E	U/D	80,000.00	2-2	216,940.09			PTC		
TWC -Texas Workforce Commission	E		10,291.57	3	11,497.33			PTC		
<b>Total</b>			<b>\$16,163,468</b>		<b>\$7,832,635</b>	<b>\$ 16,504,227.03</b>				